

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company:**

**GlaxoSmithKline Consumer Healthcare Limited**

**Quarter ending on:**

**December 31, 2014**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	49 II		
(A) Composition of Board	49(IIA)	<b>Yes</b>	
(B) Independent Directors	49 (IIB)	<b>Yes</b>	
(C) Non-executive Directors' Compensation & disclosure	49 (IIC)	<b>Yes</b>	
(D) Other provisions as to Board and Committees	49 (IID)	<b>Yes</b>	
(E) Code of Conduct	49 (IIE)	<b>Yes</b>	Affirmation of compliance with the Code of Conduct for the year ending March 31, 2015 will be obtained in April 2015.
(F) Whistle Blower Policy	49 (IIF)	<b>YES</b>	Relevant disclosures will be made in the Annual Report for the year ended March 31, 2015.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	<b>Yes</b>	
(B) Meeting of Audit Committee	49 (IIIB)	<b>Yes</b>	
(C) Powers of Audit Committee	49 (IIIC)	<b>Yes</b>	
(D) Role of Audit Committee	49 (IIID)	<b>Yes</b>	
(E) Review of Information by Audit Committee	49 (IIIE)	<b>Yes</b>	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	<b>Yes</b>	
<b>V. Subsidiary Companies</b>	49 (V)	<b>N.A.</b>	
<b>VI. Risk Management</b>	49 (VI)	<b>Yes</b>	
<b>VII. Related Party Transaction</b>	49 (VII)	<b>Yes</b>	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	<b>Yes</b>	
(B) Disclosure of Accounting Treatment	49 (VIII B)	<b>Yes</b>	Relevant disclosures will be made in the Annual Report for the year ended March 31, 2015.
(C) Remuneration of Directors	49 (VIII C)	<b>Yes</b>	Relevant disclosures will be made in the Corporate Governance Report forming part of the Annual Report for the year ended March 31, 2015.
(D) Management	49 (VIII D)	<b>Yes</b>	Management Discussion and Analysis report will form part of the Annual Report for the year ended March 31, 2015.
(E) Shareholders	49 (VIII E)	<b>Yes</b>	Relevant disclosures will be made in the Annual Report for the year ended March 31, 2015.
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	<b>N.A.</b>	
<b>IX.CEO/CFO Certification</b>	49 (IX)	<b>Yes</b>	CEO/CFO Certification will be obtained and form part of the Annual Report for the year ended March 31, 2015.
<b>X. Report on Corporate Governance</b>	49 (X)	<b>Yes</b>	Corporate Governance Report will form part of the Annual Report for the year ended March 31, 2015.
<b>XI. Compliance</b>	49 (XI)	<b>Yes</b>	Certificate regarding Compliance will form part of the Directors Report for the year ending March 31, 2015. Disclosures of the compliance with mandatory requirements and adoption of the non-mandatory requirements will be made in the Corporate Governance Report for the year ended March 31, 2015.

